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OMB Approval

OMB Number 3235-0076

Expires: May 31, 2005 Estimated average burden hours per response 1.0

FORM D

05001286

Washington, D.C. 20549 FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY Prefix Serial DATE RECEIVED

										
Name of Offering (Z European Real Esta	check if this is an amer te Fund II, C.V.	ndment and name ha	s changed, and indic	ate change.)	Up to €500	,000,000	of Limited	Partnershi	p Interests in Orio	n
Filing Under (Check	box(es) that apply):	☐ Rule 504	Rule 505	⊠R	ule 506	Sect	tion 4(6)	UUL	OE	
Type of Filing:	New Filing	Amendment	<u> </u>		!					_ -
		A. B	ASIC IDENTIF	<u> ICATIO</u>	DATA				·	
 Enter the information 	tion requested about the	issuer								
Name of Issuer	(check if this is an	amendment and nai	ne has changed, and	indicate cha	nge.) Orion	Europea	n Real Esta	ate Fund II	, C.V.	
				·	1					
Address of Executive 3100, Chicago, Illino	Offices (Number and Str bis 60606	reet, City, State, Zip	Code) 200 S. Waci	er Drive, S					rea Code)	· '(,
Address of Principal (if different from Exe	Business Operations (Nur cutive Offices)	mber and Street, Cit	y, State, Zip Code)		'	Telephone	Number (i	including A	rea Code)	<u>i naver dans.</u> Inneres
	Business The business is plios of real property loca									
Type of Business Org	anization				1		، نام ،	· . · · · · · . · ·	a garanahna	
corporation business trust			ship, already formed ship, to be formed	l	!	⊠ oth			tch limited partners! litaire vennootschap	
				Month	1	Year	r			
Actual or Estimated I	Date of Incorporation or C	Organization:	{	0 6		0 4	4 ⊠	o. Actual:	16 🔲 🗆 Estimated	For the State of the
Jurisdiction of Incorp	oration or Organization:	(Enter two-letter U.	S. Postal Service abb	reviation fo	r State;			Maria da	a in Hope that goes	ant and of the second
	CN for Cana	ada; FN for other fo	eign jurisdiction)				F N	ſ		La Landad - 6,4 to

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. Or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) (1997) (1997) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Sec. 10.3 majerie s

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (2-99)

CHI-1456200v1

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Executive Officer ☐ Director ⊠ Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) **HOF Limited Partnership** Business or Residence Address (Number and Street, City, State, Zip Code) c/o Harvard Capital Management, 600 Atlantic Avenue, Boston, Massachusetts 02210-2203 Beneficial Owner ☐ Executive Officer Check Box(es) that Apply: Promoter General and/or Managing Partner Full Name (Last name first, if individual) Tamweelview S.A. Business or Residence Address (Number and Street, City, State, Zip Code). 2 Rue Joseph Hackin, L-1746 Luxembourg Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or -Managing Partner Full Name (Last name first, if individual) MYOF Limited Partnership MYOT Chaire. S Branen a Brodin in the is Business or Residence Address (Number and Street, City, State, Zip Code) c/o MYOF, LLC, Corporation Service Company, 2711 Centerville Road, Wilmington, Delaware 19808 http://doi.org/10.1007/j.com/page Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director (** General / and/or) Managing Partner Full Name (Last name first, if individual) Orion Fund II Partner, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Orion Capital Managers, 15 Rue de Berri, 75008 Paris France Promoter Beneficial Owner : Executive Officer Director Check Box(es) that Apply: General and/or Managing Partner Full Name (Last name first, if individual) Orion European Partner II, B.V. Business or Residence Address (Number and Street, City, State, Zip Code) c/o TMF Management, Locatellikade, 1076 AZ Amsterdam The Netherlands Beneficial Owner ☐ Executive Officer Director Check Box(es) that Apply: Promoter General and/or Managing Partner Full Name (Last name first, if individual) Sharon Buscemi Business or Residence Address (Number and Street, City, State, Zip Code) c/o Orion Capital Managers, 15 Rue de Berri, 75008 Paris France

(Use blank sheet or copy and use additional copies of this sheet, as necessary)

					В. 1	NFOR	MATIC	ON AB	ούτ ο	FFERI	NG			
1.	Has the iss	uer sold	or does th	ne issuer	intend to	sell, to no	n-accred	ited inves	tors in the	is offerin	g?		Yes	No
					Answer al	lso in App	pendix, C	Column 2,	if filing t	ınder UL	OE.			\boxtimes
									i				,	
2.	What is th	e minimu	m investr	nent that	will be ac	cepted fr	om any i	ndividual	!?				€ 1,000	0,000
													Yes	No
3.	Does the o	ffering n	ermit ioin	t owners	hin of a si	nole unit	?		1					\boxtimes
		٠.	•		•	•			ho poid a	ar miyan	directly	or indirectly, any		
												ies in the offering.		
	If a person	to be lis	ted is an a	associate broker o	d person o r dealer	or agent of	of a broke han five (er or deal	er registe is to be li	red with t sted are a	the SEC	and/or with a state I persons of such a	N/A	176
	broker or d									3100 070 0		. persons or such a	1	٠.
Full	Name (Las	t name fir	st, if indi	vidual)					1					
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(Use blank sheet or copy and use additional copies of this sheet, as necessary)

CHI-1456200v1

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

alrea	er the aggregate offering price of securities included in this offer ady sold. Enter "0" if answer is "none" or "zero." If the transaction is this box and indicate in the column below the amounts of	n is an exchange offering,	•	•
	nange and already exchanged.	the securities offered for		
	Type of Security	!	Aggregate Offering Price	Amount Aiready Sold
	Debt:		€	€
	Equity	1	€	€
	-1,·	1	***************************************	
	☐ Common ☐ Preferred	A C		
	Convertible Securities (including warrants)		€	€
	Partnership Interests			
		4	€	€
	Other (Specify Limited Partnership Interests)		€ Up to	
		· 1	500,000,000	€ 475,829,000
	Total		€ Up to	c
		منتخب أمو أوال والاستيوا	500,000,000	475,829,000 i
	Answer also in Appendix, Column 4, if filing under	er ULOE		F14V 1 2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
2. Ente	the number of accredited and non-accredited investors who have p		A DE MARKET	of which is a market
offer	ring and the aggregate dollar amounts of their purchases. For o	fferings under Rule 504,	A Marie and a	
indic	ate the number of persons who have purchased securities and the a purchases on the total lines. Enter "0" if answer is "none" or "zero.	ggregate dollar amount of	en la proposición de la companya de	apra en egiptat in din i dibi de. Si melimboli in i dian dimini
their	purchases on the total lines: Enter 10 if answer is, none or zero.		en anglis di kananan d Beranggaran di kananan	agen aligan and an
	the control of the co	r anner i region e est Anglista este e i region e este Anglista este e i region e este e	Number	Aggregate Dollar Amount
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10.0	Answer also in Appendix, Column 3, if filing under			•••
secur	is filing is for an offering under Rule 504 or 505, enter the informatics sold by the issuer, to date, in offerings of the types indicated it to the first sale of securities in this offering. Classify securities	in the twelve (12) months		N/A
	tion 1.			
	Type of Offering		Type of	Dollar
	Type of Offering		Security	Amount Sold
	Rule 505		N/A	N/A
		•		€
	Regulation A		N/A	N/A
	Regulation A.		IVA.	€
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	Rule 504		N/A	N/A
		i.		€
		1		
		*		

					CE		
	Total	!		N/A	-	ϵ	N/2
4.	a. Furnish a statement of all expenses in connection with the issua securities in this offering. Exclude amounts relating solely to organiz: The information may be given as subject to future contingencies. If the is not known, furnish an estimate and check the box to the left of the estate.	ation expenses of the issuer ne amount of an expenditure		N/A	-	•	N/2
	Transfer Agent's Fee			.		€	N/A
	Printing and Engraving Costs		• • • • • • • • • • • • • • • • • • • •	<u></u>	\boxtimes	-€	19,50
	Legal Fees				-	•	646,10
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- · · · · · · · · · · · · · · · · · · ·	Accounting Fees				<u>`</u>	€	40,13
ransa garangan di garangan Anton garangan di garangan Matangan	Engineering Fees					€	N//
	Sales Commissions (Specify finder's fees separately)	e di Barangan sekonada keranjah di				€.	N//
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	b. Enter the difference between the aggregate offering price giver Ouestion 1 and total expenses furnished in response to Part C-Question	n in response to Part Con 4.a. This difference is		The son in the		€	
5.	b. Enter the difference between the aggregate offering price giver	n in response to Part Con 4.a. This difference is crused or proposed to be is not known, furnish an the payments listed must.		e c		€	475,123,2
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Total D. Entre the difference between the aggregate offering spries given in response to Part C. Question I and total exponses furnished in response to Part C. Question I and total exponses furnished in response to Part C. Question I and total exponses furnished in response to the issuer tead or proposed to be issuer for each of the purposes shown. If this amount for any purpose is too the flower to see the propose of the purposes of the purposes shown. If the serious purpose is too the flower, furnish an extinue and check the box to the left of the estimate. The total of the payments litred must equal the adjusted gross proceeds to the issuer act forth in response to Part C. Question 4.b. above. Salarics and feet. Purchase of real or leasing and installation of machinery and equipment Construction of realing of pleat buildage and fichilities Construction of realing of the buildage and fichilities Construction of realing of the purpose is not constructed in the purpose in the same of securities of another issuer of purpose and purpose an							🛛	£	706 741	
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the smount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The local of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b. above. Payments to Officers, Directors, & Affiliates			Question I and total expenses furnished in responses	onse to Part C-Question 4.a. Thi	is difference is	,	KJ	€ .	705,741	٠
Salaries and fees		5.	Indicate below the amount of the adjusted gross used for each of the purposes shown. If the arcstimate and check the box to the left of the exequal the adjusted gross proceeds to the issuer	s proceeds to the issuer used or prount for any purpose is not knowing timete. The lotal of the payment	oroposed to be wn, furnish an ots listed must			•	7103360	•
Salaries and fees. Salaries and fees. Purchase of real estate. Payments to definition of the businesses (including the value of securities involved in this offering than may be used in exchange for the asserts or securities of another issuer pursuant of indebtedness. Working capital. Other (specify) Invest is properties and operate the fund Column Tordis. Column Tordis. D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes mundertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the print or Type) Orion European Real Estate Fund II, C.V., by its Managing Member, Orion Fund II Partner, L.P. Name of Signar (Print or Type) Title of Signer (Print or Type) Title of Signer (Print or Type)			above.	• • • •	1	,				
Salaries and fees					; 1 ;	Officer Directors	s, , &		•	
Purchase of real estate			0.1.1		1 -	Affiliat		•	Others	
Purchase, recital or leasing and installation of machinery and equipment										
Construction of leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to almerger. Repayment of indebtedness. Working capital. Other (specify) Invest in properties and operate the fund Column Totals. Column Totals. D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes in undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the grant information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature (Print or Type) Orion European Real Estate Fund II, C.V., by its Managing Member, Orion Fund II Partner, L.P. Title of Signer (Print or Type) Title of Signer (Print or Type) Title of Signer (Print or Type)			·	£ 44	1	-		_		
Acquisition of other bisinesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to aimager. Column of indebtedness Col					1	·		- - -		
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Working capital. Other (specify) Invest in properties and operate the fund Column Totals. Column Totals. D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Orion European Real Estate Fund II, C.V., by its Managing Member, Orion Fund II Partner, L.P. Name of Signer (Print or Type) Title of Signer (Print or Type) Title of Signer (Print or Type)	. •		offering that may be used in exchange for pursuant to a marger	or the assets or accurities of an	other issuer	ε		- 5	Cart in	والمراوا والمنتوان المتا
Working capital Other (specify) Invest in properties and operate the fund □ € □ € □ € □ € □ € □ € □ € □ € □ € □	7 -		Repayment of indebtedness			€		€	1256 7 1 1 2 5	ч
Column Totals			Working capital	·		€		. €:_:	eseletiti ilik	
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes menundertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Orion European Real Estate Fund II, C.V., by its Managing Member, Orion Fund II Partner, L.P. Name of Signer (Print or Type) Title of Signer (Print or Type)			Other (specify) Invest in properties and of	perate the fund	·	€	⊠ .	€6.	475,123,259 .	esy (1 = 1), 240
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes incundertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its stafficther information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Orion European Real Estate Fund II, C.V., by its Managing Member, Orion Fund II Partner, L.P. Name of Signer (Print or Type) Title of Signer (Print or Type)						€		€ .	475,123,259	, , , , , , , , , , , , , , , , , , ,
D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes incumentating by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its stafficthe information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Orion European Real Estate Fund II, C.V., by its Managing Member, Orion Fund II Partner, L.P. Name of Signer (Print or Type) Title of Signer (Print or Type)		_				🛛				
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its stafficture information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Orion European Real Estate Fund II, C.V., by its Managing Member, Orion Fund II Partner, L.P. Name of Signer (Print or Type) Title of Signer (Print or Type)		,		·					_	
signature constitutes incumdertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff; the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Orion European Real Estate Fund II, C.V., by its Managing Member, Orion Fund II Partner, L.P. Name of Signer (Print or Type) Title of Signer (Print or Type)	-			D. FEDERAL SIGNAT	TURE			•		
Orion European Real Estate Fund II, C.V., by its Managing Member, Orion Fund II Partner, L.P. Name of Signer (Print for Type) Title of Signer (Print or Type)		sign	ature constitutes ansundertaking by the issuer to	furnish to the U.S. Securities an	d Exchange Con	mission, upon	written requ	iest.	of its staff, the 🗄	
by its Managing Member, Orion Fund II Partner, L.P. Name of Signer (Print or Type) Title of Signer (Print or Type)	ीं प्रेश ह	İssu	er (Print or Type) The Annual of the Control of the	"Signature (50,1950 30,000)) (buce	Date Date			an apparts	कर्वकीर टाउँगि
		by i	ts Managing Member, Orion Fund II	V_ J. S.	to	Јапиягу 7, 2	005			
Van J. Stults Managing Director	-	Nan	ne of Signer (Print or Type)	Title of Signer (Print or Type)						
	-	Van	J. Stults	Managing Director						
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ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).

CIII-1456200v)